

Jul 31 09 04:27p

p.2

7-7-00

Bond No. 11127448824

NO. B-150,896-J

AARON CLIFTON EDWARDS, ET AL § IN THE DISTRICT COURT
 VS. § JEFFERSON COUNTY, TEXAS
 PITTSBURGH CORNING CORP., § 60TH JUDICIAL DISTRICT
 ET AL

SUPERSEDEAS BOND

WHEREAS, on March 28, 2000, a Judgment was signed in this case in favor of the Plaintiffs, Aaron C. Edwards, James T. Beam, Edward E. Storey, John M. Thomas, and Sheila Martin, Individually and as Administratrix of the Estate of Jessie J. Williamson, Deceased, and as Representative of the Wrongful Death Beneficiaries for damages in the sum of \$38,427,617.78, plus interest calculated from March 28, 2000, at the rate of twelve percent (12%) per annum, and all costs of suit, from which W. R. Grace & Co., defendant named in the judgment, and named in plaintiffs' third amended pleadings as "W. R. Grace & Co., (individually and as successor in interest of W R. Grace & Co.-Conn., Zonolite Corporation and Dewey & Almy Chemical Company)" and W. R. Grace & Co.-Conn. named in plaintiffs' third amended petition as "W. R. Grace & Co.-Conn. (individually, formerly known as W. R. Grace & Co., and as successor in interest of Zonolite Corporation and Dewey & Almy Chemical Corporation)," a Connecticut Corporation, hereinafter referred to as "Grace", desires to appeal; and,

WHEREAS, the defendant, Grace, will appeal and desires to suspend enforcement of the Judgement pending determination of the appeal;

NOW, THEREFORE, WE, Grace, as Principal, and Fireman's Fund Insurance Company, as Surety, acknowledge ourselves bound to pay to the plaintiffs the sum of \$43,038,931.91, conditioned that the Surety on this bond is bound to pay all damages and costs that may be awarded against Grace up to the amount of this bond if:

s:\dep\msow-Msu Word processing\trickr\word97\bonds\Grace Supersedeas bond 6-30-00

JOHN S. APPLIAN
DISTRICT CLERK

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FILED
DISTRICT COURT OF
JEFFERSON COUNTY, TEXAS

DEFENDANT'S
EXHIBIT

FFICSC Exh. 2

FFICSC000008

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(1) Grace does not perfect an appeal or the appeal is dismissed, and Grace does not perform the trial court's Judgement signed March 28, 2000; or

(2) Grace does not perform an adverse judgement final on appeal.

Signed this 30th day of June, 2000.

Robert M. Tardla
Principal ROBERT M. TARDLA
SENIOR VP, CFO and TREASURER

SUBSCRIBED AND SWORN TO BEFORE ME this the 5th day of July, 2000.

V. Boicourt Boicourt
NOTARY PUBLIC IN AND FOR THE STATE
OF MARYLAND

Signed this 5th day of July, 2000.

FIREMAN'S FUND INSURANCE COMPANY

Surety

By: Richard C. Rose

Richard C. Rose, Attorney-in-Fact

SUBSCRIBED AND SWORN TO BEFORE ME this the 30TH day of JUNE, 2000.

Carolyn E. Wheeler
NOTARY PUBLIC IN AND FOR THE STATE OF
TENNESSEE, COUNTY OF KNOX
CAROLYN E. WHEELER

MY COMMISSION EXPIRES: NOVEMBER 20, 2002

I have approved and filed this Bond on this 7th day of July, 2000.

E. J. Hines
Clerk of the District Court of Jefferson County, Texas

FIREMAN'S FUND INSURANCE COMPANY
NATIONAL SURETY CORPORATION **ASSOCIATED INDEMNITY CORPORATION**
THE AMERICAN INSURANCE COMPANY **AMERICAN AUTOMOBILE INSURANCE COMPANY**
GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That FIREMAN'S FUND INSURANCE COMPANY, a California corporation, NATIONAL SURETY CORPORATION, an Illinois corporation, THE AMERICAN INSURANCE COMPANY, a New Jersey corporation redomesticated in Nebraska, ASSOCIATED INDEMNITY CORPORATION, a California corporation, and AMERICAN AUTOMOBILE INSURANCE COMPANY, a Missouri corporation, (herein collectively called "the Companies") does each hereby appoint **Janice H. Fennell, Frank A. Word, Jr. and Richard C. Rose** of Knoxville, TN.

their true and lawful Attorney(s)-in-Fact, with full power of authority hereby conferred in their name, place and stead, to execute, seal, acknowledge and deliver any and all bonds, undertakings, recognizances or other written obligations in the nature thereof

and to bind the Companies thereby as fully and to the same extent as if such bonds were signed by the President, sealed with the corporate seals of the Companies and duly attested by the Companies' Secretary, hereby ratifying and confirming all that the said Attorney(s)-in-Fact may do in the premises.

This power of attorney is granted under and by the authority of Article VII of the By-laws of FIREMAN'S FUND INSURANCE COMPANY, NATIONAL SURETY CORPORATION, THE AMERICAN INSURANCE COMPANY, ASSOCIATED INDEMNITY CORPORATION and AMERICAN AUTOMOBILE INSURANCE COMPANY which provisions are now in full force and effect.

NATIONAL SURETY CORPORATION:

"ARTICLE VII. APPOINTMENT AND AUTHORITY OF RESIDENT SECRETARIES, ATTORNEYS-IN-FACT AND AGENTS TO ACCEPT LEGAL PROCESS AND MAKE APPEARANCES

44. **Appointment.** The Chairman of the Board of Directors, the President, any Vice President or any other person authorized by the Board of Directors, the Chairman of the Board of Directors, the President or any Vice President may, from time to time, appoint Resident Assistant Secretaries and Attorneys-in-Fact to represent and act for and on behalf of the Corporation and Agents to accept legal process and make appearances for and on behalf of the Corporation.

45. **Authority.** The authority of such Resident Assistant Secretaries, Attorneys-in-Fact and Agents shall be as prescribed in the instrument evidencing their appointment. Any such appointment and all authority granted thereby may be revoked at any time by the Board of Directors or by any person empowered to make such appointment."

FIREMAN'S FUND INSURANCE COMPANY, THE AMERICAN INSURANCE COMPANY, ASSOCIATED INDEMNITY CORPORATION AND AMERICAN AUTOMOBILE INSURANCE COMPANY:

"Article VII. Appointment and Authority of Resident Secretaries, Attorney-in-Fact and Agents to accept Legal Process and Make Appearances.

Section 45. **Appointment.** The Chairman of the Board of Directors, the President, any Vice President or any other person authorized by the Board of Directors, the Chairman of the Board of Directors, the President or any Vice President may, from time to time, appoint Resident Assistant Secretaries and Attorneys-in-Fact to represent and act for and on behalf of the Corporation and Agents to accept legal process and make appearances for and on behalf of the Corporation.

Section 46. **Authority.** The authority of such Resident Assistant Secretaries, Attorneys-in-Fact and Agents shall be as prescribed in the instrument evidencing their appointment. Any such appointment and all authority granted thereby may be revoked at any time by the Board of Directors or by any person empowered to make such appointment."

This power of attorney is signed and sealed under the authority of the following Resolution adopted by the Board of Directors of FIREMAN'S FUND INSURANCE COMPANY, NATIONAL SURETY CORPORATION, THE AMERICAN INSURANCE COMPANY, ASSOCIATED INDEMNITY CORPORATION and AMERICAN AUTOMOBILE INSURANCE COMPANY at a meeting duly called and held, or by written consent, on the 19th day of March, 1995, and said Resolution has not been amended or repealed:

"RESOLVED, that the signature of any Vice-President, Assistant Secretary, and Resident Assistant Secretary of the Companies, and the seal of the Companies may be affixed or printed on any power of attorney, on any revocation of any power of attorney, or on any certificate relating thereto, by facsimile, and any power of attorney, any revocation of any power of attorney, or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Companies."

IN WITNESS WHEREOF, the Companies have caused these presents to be signed by their Vice-President, and their corporate seals to be hereunto affixed this 19 day of July, 1999.



FIREMAN'S FUND INSURANCE COMPANY
 NATIONAL SURETY CORPORATION
 THE AMERICAN INSURANCE COMPANY
 ASSOCIATED INDEMNITY CORPORATION
 AMERICAN AUTOMOBILE INSURANCE COMPANY

By [Signature] Vice-President

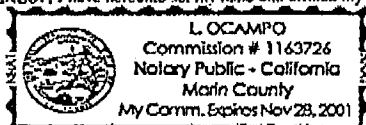
STATE OF CALIFORNIA

COUNTY OF MARIN

19 July 1999

On this day of before me personally came Harold N. Marsh, to me known, who, being by me duly sworn, did depose and say: that he is a Vice-President of each company, described in and which executed the above instrument; that he knows the seals of the said Companies; that the seals affixed to the said instrument are such company seals; that they were so affixed by order of the Board of Directors of said companies and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year herein first above written.



CERTIFICATE

[Signature]
 Notary Public

STATE OF CALIFORNIA

COUNTY OF MARIN

I, the undersigned, Resident Assistant Secretary of each company, DO HEREBY CERTIFY that the foregoing and attached POWER OF ATTORNEY remains in full force and has not been revoked; and furthermore that Article VII of the By-laws of each company, and the Resolution of the Board of Directors; set forth in the Power of Attorney, are now in force.

Signed and sealed at the County of Marin, Dated the 30TH day of JUNE, 2000.



[Signature]
 Resident Assistant Secretary

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